



SHAREHOLDERS' MEETING CALL NOTICE

The Shareholders of WIIT S.p.A. (the "**Company**") are called to the Ordinary Shareholders' Meeting, in single call, on May 4, 2023, at the time of 2:30PM, to be held at the Hotel Palazzo delle Stelline, Corso Magenta No. 61, Milan, to discuss and vote on the following

AGENDA

- 1 Financial statements for the year ended December 31, 2022:
 - 1.1 approval of the Separate Financial Statements for the year ended December 31, 2022, accompanied by the Directors' Report, the Board of Statutory Auditors' Report and the Independent Auditors' Report;
 - 1.2 allocation of the result for the year and distribution of a dividend.
- 2 Appointment of a Director to supplement the Board of Directors.
- 3 Remuneration Policy and Report:
 - 3.1 review of Section I as per Article 123-*ter*, paragraph 3, of Legislative Decree No. 58/1998. Motions pursuant to Article 123-*ter*, paragraph 3-*bis*, of Legislative Decree No. 58/1998;
 - 3.2 review of Section II as per Article 123-*ter*, paragraph 4, of Legislative Decree No. 58/1998. Resolutions pursuant to Article 123-*ter*, paragraph 6, of Legislative Decree No. 58/1998.
- 4 Authorization to purchase and dispose of treasury shares.
- 5 Approval pursuant to Article 114-*bis* of Legislative Decree No. 58/1998 of a remuneration plan based on financial instruments called the "2023-2027 RSU Plan".

..*

ATTENDANCE AND REPRESENTATION AT THE SHAREHOLDERS' MEETING

Those holding voting rights at the end of **April 24, 2023** (record date) and who have sent to the Company the relative communication through the appointed intermediary have the right to attend the Shareholders' Meeting. The communication of the intermediary must be received by the Company by the end of the third trading day before the date fixed for the Shareholders' Meeting (therefore, by April 28, 2023). The right to attend and vote at the Shareholders' Meeting remains valid if the communication is sent to the Company after April 28, 2023, but before the beginning of the Shareholders' Meeting. Those who hold shares after April 24, 2023 will not have the right to attend or vote at the Shareholders' Meeting.

Voting may not take place through correspondence or electronic means.

As permitted by Article 11.5 of the By-Laws, the Company has not designated a representative pursuant to Article 135-*undecies* of Legislative Decree No. 58/1998 (the "**CFA**").

Those entitled to attend the Shareholders' Meeting may be represented in accordance with the law by proxy, and may use the proxy form available on the Company's website (<https://www.wiit.cloud/>) in the "Company - Corporate Governance - Shareholders' Meeting" section. Proxies may be sent by certified e-mail to wiiit@pec.wiit.cloud. In this event, proxy must be received by the Company before the Shareholders' Meeting proceedings begin. Should the representative send or deliver a copy of the proxy form, they must declare under their own responsibility compliance of the copy and the identity of the principal.

To facilitate identification and access, those attending the Shareholders' Meeting are kindly requested to arrive before the call time.



SUPPLEMENTATION OF THE AGENDA AND PROPOSALS ON MATTERS ALREADY ON THE AGENDA OF THE SHAREHOLDERS' MEETING:

In accordance with Article 126-*bis* of the CFA, Shareholders who represent, even jointly, at least one-fortieth of the share capital may request, within ten days of publication of this call notice (i.e. by April 10, 2023), supplementation to the matters on the Agenda, indicating in the request the further matters to be included on the Agenda, or proposals on matters already on the Agenda. Within the aforementioned period of ten days, Shareholders making a proposal must present a report on the matters to be added to the Agenda, or justification for adding further proposals to be presented on matters already on the Agenda. The request, together with a proof of ownership of the holding, must be presented in written form to the email address wiiit@pec.wiit.cloud.

Supplementation of the Agenda is not permitted for those matters on which the Shareholders' Meeting is to pass motions, as prescribed by law, on proposals of the Directors, or in relation to a project or report prepared by the Board. In relation to any supplementation to the matters that the Shareholders' Meeting must consider, or presentation of further proposals on existing matters on the Agenda, notice is given, in the same manner established for the publication of the call notice, at least fifteen days before the date fixed for the Shareholders' Meeting, i.e. by April 19, 2023. The reports concerning further proposals on matters already on the Agenda will be made available to the public according to the means established by Article 125-*ter*, paragraph 1 of the CFA along with publication of the notice of presentation.

For the purposes of the above, the Company reserves the right to verify the relevance of the proposals regarding items on the Agenda, their completeness and compliance with applicable regulations, as well as the legitimacy of the proposers.

RIGHTS TO SUBMIT QUESTIONS BEFORE THE SHAREHOLDERS' MEETING

In accordance with Article 127-*ter* of the CFA, Shareholders may submit questions on the matters on the agenda, also before the Shareholders' Meeting, to the e-mail address wiiit@pec.wiit.cloud.

Entitled parties shall provide information enabling their identification, together with the relevant notice issued by the intermediary proving their entitlement to vote; the notice is not necessary, however, if the Company receives the notice issued by the intermediary which is required to take part in the Meeting. The deadline for submitting these applications is the seventh trading day before the date of the Shareholders' Meeting, i.e. April 24, 2023. Questions received by this deadline will be answered at the latest by 10AM two days before the Shareholders' Meeting (i.e. May 2, 2023), also by publication on the Company's website (<https://www.wiit.cloud/it>) in the "Company - Corporate Governance - Shareholders' Meeting" section.

A response will not be provided, even at the Shareholders' Meeting, to questions submitted before the meeting, where the information requested has already been made available by the Company in "Question and Answer" format on the company website (<https://www.wiit.cloud/it/>) in the section "Company - Corporate Governance - Shareholders' Meeting", or where responses have already been published in the same section. The Company may provide a single reply to questions with the same subject matter.

DOCUMENTATION

The Shareholders' Meeting documentation pursuant to applicable regulations will be made available to the public in accordance with law and regulations at its registered office in Milan, Via dei Mercanti no. 12, on the Company's website (<https://www.wiit.cloud/it>), in the "Company - Corporate Governance - Shareholders' Meeting" section, and on the authorised storage mechanism "eMarket STORAGE" www.emarketstorage.com.

All Shareholders have the right to view and, on request, obtain a copy.

This call notice is published today, in its full form, on the Company's website (<https://www.wiit.cloud/it>), in the "Company - Corporate Governance - Shareholders' Meeting" section, on the authorised storage mechanism "eMarket STORAGE" (www.emarketstorage.com) and, in extract, in the newspaper "Milano Finanza" on April 1, 2023.



INFORMATION ON THE SHARE CAPITAL

The Company's share capital approved, subscribed and paid-in, amounts to Euro 2,802,066, divided into 28,020,660 ordinary shares with no par value.

One vote attaches to each share, except for those shares which have obtained multi-vote rights as per paragraph 7.2 and subsequent of the By-Laws, which assigns two votes to each share.

As of the date of this notice, 15,407,560 shares - held, directly and indirectly, by Mr. Alessandro Cozzi, majority shareholder of the Company - corresponding to 54.99% of the share capital and 69.90% of the voting capital, have obtained multi-vote rights pursuant to Article 127-*quinquies* of the CFA. The list of Shareholders who have requested inclusion in the list maintained by the Company pursuant to Article 127-*quinquies*, paragraph 2, of the CFA can be consulted on the Company's website (<https://www.wiit.cloud/it/>), in the "Company - Corporate Governance - Increased Vote" section.

As of the date of this notice, the Company holds 1,632,626 treasury shares, equal to 5.83% of the share capital, whose voting rights are suspended in accordance with law.

DIVIDEND

It is expected that any dividend resolved by the Shareholders' Meeting will be paid, in accordance with applicable laws and regulations, on **May 10, 2023** (payment date), with an ex-dividend date of May 8, 2023 (ex date).

In accordance with Article 83-*terdecies* of the CFA, shareholders enrolled in the register of shareholders at the end of **May 9, 2023** (record date) shall be entitled to receive a dividend.

Milan, March 31, 2023

On behalf of the Board of Directors
The Chairperson
Riccardo Sciutto